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Alison Lundergan Grimes
 Kentucky Secretary of State
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COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings
 Business Filings
 PO Box 718
 Frankfort, KY 40602
 (502) 564-3490
 www.sos.ky.gov

Articles of Organization
 Limited Liability Company

KLC

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the limited liability company is

Mainspring Wellness, LLC

Article II: The street address of the limited liability company's initial registered office in Kentucky is

600 Greenup St. Covington Kentucky 41011

Street Address Only (No Post Office Box Numbers)

City

State

Zip Code

and the name of the initial registered agent at that office is Matthew Douglas Arnzen

Article III: The mailing address of the limited liability company's initial principal office is

600 Greenup Street Covington Kentucky 41011

Street Address or Post Office Box Number

City

State

Zip Code

Article IV: The limited liability company is to be managed by (must check one):

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A. a manager(s).

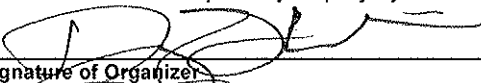
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B. its member(s).

Article V: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is 06/03/2014

(Delayed effective
date and/or time)

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.




Signature of Organizer

Douglas Scott Williams / Attorney 06/03/2014

Printed Name & Title

Date



Signature of Organizer

Douglas Scott Williams / Attorney 06/03/2014

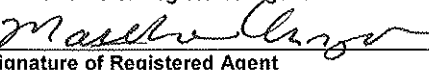
Printed Name & Title

Date

I, Matthew Douglas Arnzen

Print Name of Registered Agent

, consent to serve as the registered agent on behalf of the limited liability company.



Signature of Registered Agent

Matthew Douglas Arnzen 06/03/2014

Printed Name

Date

FILING INSTRUCTIONS ARTICLES OF ORGANIZATION

NAME

The limited liability company name must contain the words "limited liability company" or "limited company" or the abbreviation "LLC" or "LC." If you wish to abbreviate "limited company," you must use the abbreviation "LTD CO." A limited liability company name must be distinguishable from any name on record with the Office of the Secretary of State.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the business entity must be in Kentucky and maintain a street address (a PO Box is insufficient for the registered office address). In order to transact business in Kentucky, the registered agent shall be an individual resident of Kentucky, a Kentucky domestic corporation, a Kentucky domestic non-corporation, a Kentucky domestic limited liability company, a foreign corporation, a foreign non-corporation or a foreign limited liability company authorized to transact business in Kentucky. The registered agent is the individual or business designated to receive service of process in the event the business is party to a legal action. The company seeking formation shall not act as its own registered agent.

CONSENT OF REGISTERED AGENT

Unless the registered agent signs the certificate, the corporation must deliver with the certificate of authority, the registered agent's consent to the appointment. The registered agent must give written consent to act as agent on behalf of the corporation. If the registered agent is a corporation an officer or the chairman of the board of directors must sign on behalf of the corporation. If the registered agent is a limited liability company and management of the company is vested in one or more managers, a manager must sign on behalf of the limited liability company. If management of the company is vested in its members, a member must sign. The person signing on behalf of the business entity acting as agent must designate the title or capacity in which he or she signs.

PRINCIPAL OFFICE ADDRESS

The principal office is the office (in or out of this state) so designated in writing with the Office of the Secretary of State where the principal designated office of the business entity is located. This address is where all correspondence from the Office of the Secretary of State (See Document Delivery) will be mailed.

DOCUMENT DELIVERY

A file stamped postcard will be sent to the principal office address. If the applicant wishes for the document to be sent to an alternate address other than the principal office, a request must be submitted in writing affirming that request. Alternate address requests must be submitted with each document filed with the Office of the Secretary of State.

MANAGEMENT

"Manager(s)" means that the limited liability company has set forth in its articles of organization that it is to be managed by managers. "Member(s)" means the person(s) who have been admitted to membership in a limited liability company

WHO MAY SIGN

The document must be signed by an organizer.

ADDITIONAL ARTICLES OF ORGANIZATION OR NEED TO MODIFY THE EXISTING FORM

If this form does not comply with the articles of organization that you wish to file (ie: additional articles, signatures, etc.), please disregard this form and send a drafted executed copy of the articles of organization according to KRS 275 to the address below.

NUMBER OF COPIES

When filing online with the FastTrack system, no copies are required. If filing via mail or in person, one exact or conformed copy of the documents with the filing fee must be submitted to the address below. To make a copy of the filing for delivery to the local county clerk's office, visit www.sos.ky.gov and print a copy from the organization search tool.

EFFECTIVE DATE AND TIME

The document will be effective on the date and time of filing, unless a delayed effective date and/or time is specified. The effective date or the delayed effective date cannot be prior to the date the application is filed. A delayed effective date may not be later than the 90th day after the date of filing.

FILING FEE

The filing fee for the document is \$40.00. Your check should be made payable to the "Kentucky State Treasurer."

MAILING ADDRESS

Alison Lundergan Grimes
Office of the Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718

OFFICE LOCATION

Room 154, Capitol Building
700 Capital Avenue
Frankfort, KY 40601
Hours of Operation: 8:00 AM-4:30 PM ET

CONTACT INFORMATION AND NAME AVAILABILITY

If you have any questions, need additional forms or wish to search for name availability, please feel free to visit our website at www.sos.ky.gov or call 502-564-3490.

FUTURE DOCUMENTATION REQUIREMENTS AND DEADLINES

The business entity must file an **annual report** with the Secretary of State between January 1 and June 30 of the year following the calendar year in which the corporation was formed. Subsequent annual reports must be filed with the Secretary of State between January 1 and June 30 of the following calendar years. A **statement of change** of the registered agent and/or registered office address or principal office address must be filed with the Secretary of State whenever a change has occurred involving any of the above categories. Downloadable forms may be found on our website.